

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>MARKS MICHAEL E</b>			<b>GoPro, Inc. [ GPRO ]</b>			<input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>3000 CLEARVIEW WAY</b>			<b>8/19/2016</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SAN MATEO, CA 94402</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	8/19/2016		G	V	50000	D	\$0.00	70839	D	
Class A Common Stock								247 <sup>(1)</sup>	I	By Riverwood Capital GP Ltd. <sup>(2)</sup>
Class A Common Stock								39393 <sup>(1)(3)</sup>	I	By Riverwood Capital L.P. <sup>(2)</sup>
Class A Common Stock								49607	I	By WB Investors, LLC <sup>(4)</sup>
Class A Common Stock								17 <sup>(1)</sup>	I	By RWCP Capital GP Ltd. <sup>(5)</sup>

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) Represents only shares of Class A Common Stock in which Mr. Marks may be deemed to have a pecuniary interest.
- (2) Riverwood Capital GP Ltd. ("Riverwood GP") is the general partner of Riverwood LP. Mr. Marks is Chief Executive Officer, one of three directors, one of six members of the investment committee and one of a number of shareholders of Riverwood GP. Mr. Marks does not have voting or dispositive power over the shares of Class A Common Stock held by Riverwood GP as Chief Executive Officer; such powers reside with the directors, the investment committee and/or the shareholders. Mr. Marks disclaims beneficial ownership of shares of Class A Common Stock held by Riverwood LP, Riverwood GP and the Funds, except to the extent of Mr. Marks's pecuniary interest therein.
- (3) Includes 39,393 shares of Class A Common Stock held by Riverwood LP in escrow for the benefit of Mr. Marks, subject to release in accordance with the terms of such fund's limited partnership agreement. Mr. Marks has dispositive power over the shares of Class A Common Stock held for his benefit by Riverwood LP and bears the investment risk of such shares of Class A Common Stock.
- (4) Mr. Marks is Manager of WB Investors, LLC ("WB"). The members of WB are Epping Investment Holdings, LLC, which Mr. Marks controls, and certain trusts controlled by Mr. Marks and for the benefit of Mr. Marks and members of his immediate family.
- (5) RWCP Capital GP Ltd. ("RWCP GP") is the general partner of RWCP. Mr. Marks is Chief Executive Officer, one of three directors and one of a number of shareholders of RWCP GP. Mr. Marks does not have voting or dispositive power over the shares of Class A Common Stock held by RWCP GP as Chief

Executive Officer; such powers reside with the directors, the investment committee of Riverwood GP and/or the shareholders of RWCP GP. Mr. Marks disclaims beneficial ownership of shares of Class A Common Stock held by RWCP Holdings, L.P., RWCP and RWCP GP, except to the extent of Mr. Marks's pecuniary interest therein.

**Remarks:**  
No shares were sold in transactions covered by this report. The transactions reported in this Form 4 represent a transfer of shares beneficially owned by the Reporting Person to a charitable foundation for no consideration.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>MARKS MICHAEL E 3000 CLEARVIEW WAY SAN MATEO, CA 94402</b>	X			

**Signatures**

**Eve T. Saltman, Attorney-in-Fact for Michael E. Marks**

**8/26/2016**

—Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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